

**Hearing Date:** October 30, 2019 at 9:30 a.m. (ET) / 9:30 a.m. (AST)  
**Objection Deadline:** August 5, 2019 at 4:00 p.m. (ET) / 4:00 p.m. (AST)

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	:	PROMESA
	:	Title III
as representative of	:	Case No. 17-BK-3283 (LTS)
THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i> ,	:	(Jointly Administered)
Debtors. <sup>1</sup>	:	

X

**NOTICE OF HEARING ON FIFTH INTERIM APPLICATION OF MEMBER OF  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR REIMBURSEMENT  
OF EXPENSES FOR PERIOD THROUGH MAY 31, 2019**

**PLEASE TAKE NOTICE** that a hearing on the annexed *Fifth Interim Application of Member of Official Committee of Unsecured Creditors for Reimbursement of Expenses for Period Through May 31, 2019* (the “Application”) filed by Drivetrain, LLC (“Drivetrain”) (the “Committee Member”), as member of the Official Committee of Unsecured Creditors of all Title III Debtors (other than COFINA) (the “Committee”), will be held before the Honorable Laura Taylor Swain United States District Court Judge, at the United States District Court for the District of Puerto Rico, in Room 3, 150 Carlos Chardón Street, Federal Building, Office 150, San

---

<sup>1</sup> The Debtors in these title III cases, along with each Debtor’s respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566(LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474), and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780) (Last Four Digits of Federal Tax ID: 3747).

Juan, Puerto Rico 00918-1767 on **October 30, 2019 at 9:30 a.m. (ET) / 9:30 a.m. (AST)** (the “Hearing”).

**PLEASE TAKE FURTHER NOTICE** that any responses or objections (“Objections”) to the Application by any party other than the Fee Examiner shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the District of Puerto Rico, shall be filed with the Court (a) by attorneys practicing in the District Court, including attorneys admitted *pro hac vice*, electronically in accordance with rule 5 of the Local Rules for the District of Puerto Rico, and (b) by all other parties in interest, by submitting a hard copy via mail to the Clerk’s Office, United States District Court, Room 150 Federal Building, San Juan, PR 00918-1767 or by hand delivery to the Clerk’s Office, United States District Court, 150 Carlos Chardon Avenue, Room 150, San Juan, PR 00918, to the extent applicable, and shall be served in accordance with the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 3269] (the “Interim Compensation Order”), so as to be so filed and received by the Notice Parties (as defined in the Interim Compensation Order) no later than **August 5, 2019 4:00 p.m. (ET) / 4:00 p.m. (AST)** (the “Objection Deadline”).

**PLEASE TAKE FURTHER NOTICE** that, in accordance with the Interim Compensation Order, if no Objections are timely filed, and if the Fee Examiner issues the Fee Examiner Report (as defined in the Interim Compensation Order) recommending approval of the Application in full or in part, the court may grant the Application without a hearing.

*[Remainder of page intentionally left blank]*

Dated: July 15, 2019

/s/ G. Alexander Bongartz

PAUL HASTINGS LLP  
Luc A. Despins, Esq. (Pro Hac Vice)  
James R. Bliss, Esq. (Pro Hac Vice)  
Nicholas A. Bassett, Esq. (Pro Hac Vice)  
G. Alexander Bongartz, Esq. (Pro Hac Vice)  
200 Park Avenue  
New York, New York 10166  
Telephone: (212) 318-6000  
lucdespins@paulhastings.com  
jamesbliss@paulhastings.com  
nicholasbassett@paulhastings.com  
alexbongartz@paulhastings.com

*Counsel to the Official Committee of Unsecured Creditors*

- and -

/s/ Juan J. Casillas Ayala

CASILLAS, SANTIAGO & TORRES LLC  
Juan J. Casillas Ayala, Esq. (USDC - PR 218312)  
Israel Fernández Rodríguez, Esq. (USDC - PR 225004)  
Juan C. Nieves González, Esq. (USDC - PR 231707)  
Cristina B. Fernández Niggemann, Esq. (USDC - PR 306008)  
PO Box 195075  
San Juan, PR 00919-5075  
Tel.: (787) 523-3434 Fax: (787) 523-3433  
jcasillas@cstlawpr.com  
ifernandez@cstlawpr.com  
jnieves@cstlawpr.com  
cfernandez@cstlawpr.com

*Local Counsel to the Official Committee of Unsecured Creditors*

Hearing Date: October 30, 2019 at 9:30 a.m. (ET) / 9:30 a.m. (AST)  
Objection Deadline: August 5, 2019 at 4:00 p.m. (ET) / 4:00 p.m. (AST)

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,  
as representative of  
THE COMMONWEALTH OF PUERTO RICO, *et al.*,  
Debtors.<sup>1</sup>

X

:

:

:

: PROMESA

: Title III

:

: Case No. 17-BK-3283 (LTS)

:

: (Jointly Administered)

:

:

X

**FIFTH INTERIM APPLICATION OF MEMBER OF OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS COMMITTEE FOR REIMBURSEMENT OF EXPENSES  
FOR PERIOD THROUGH MAY 31, 2019**

**COVER SHEET**

Name of applicants:	Drivetrain, LLC (“ <u>Drivetrain</u> ”)
Authorized to provide professional services to:	Official Committee of Unsecured Creditors of all Title III Debtors (other than COFINA) (the “ <u>Committee</u> ”)
Date of appointment:	June 15, 2017
Period for which reimbursement is sought:	October 1, 2018 through and including May 31, 2019 (the “ <u>Application Period</u> ”)
Amount of interim expense reimbursement sought as actual, reasonable, and necessary:	\$1,784.44

<sup>1</sup> The Debtors in these title III cases, along with each Debtor’s respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566(LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474), and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780) (Last Four Digits of Federal Tax ID: 3747).

**DETAIL OF EXPENSES DURING APPLICATION PERIOD**

**DRIVETRAIN<sup>2</sup>**

Description	Expense Category	Total Expenses
David Mack's Travel & Lodging for Committee Meeting in San Juan on October 15, 2018	Roundtrip Airfare (economy) from New York to San Juan and San Juan to New York	\$521.80
	Taxis	\$109.56
	Lodging, San Juan, Condado Vanderbilt (10/14/18 to 10/15/18)	\$328.76
David Mack's Travel for Committee Meeting with Oversight Board in Washington, D.C. on October 31, 2018	Roundtrip Airfare (economy) from New York to Washington, D.C. and Washington, D.C. to New York	\$126.40
	Taxis	\$123.24
David Mack's Travel & Lodging for Committee Meeting in San Juan on May 17, 2019	Lodging, San Juan Condado Vanderbilt (5/16/19 to 5/17/19)	\$574.68
<b>TOTAL</b>		<b>\$1,784.44</b>

---

<sup>2</sup> The supporting receipts of Drivetrain are attached hereto as Exhibit A.

Hearing Date: October 30, 2019 at 9:30 a.m. (ET) / 9:30 a.m. (AST)  
Objection Deadline: August 5, 2019 at 4:00 p.m. (ET) / 4:00 p.m. (AST)

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	:	PROMESA
	:	Title III
as representative of	:	Case No. 17-BK-3283 (LTS)
THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i> ,	:	(Jointly Administered)
Debtors. <sup>1</sup>	:	

**FIFTH INTERIM APPLICATION OF MEMBER OF OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR REIMBURSEMENT OF EXPENSES FOR PERIOD  
THROUGH MAY 31, 2019**

To the Honorable United States District Judge Laura Taylor Swain:

Pursuant to the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 3269 in Case No. 17-3283], Drivetrain, LLC (“Drivetrain”) (the “Committee Member”), as member of the Official Committee of Unsecured Creditors of all title III Debtors (other than COFINA) (the “Committee”), appointed in the above-caption Title III cases, hereby files this *Fifth Interim Application of Member of Creditors Committee for Reimbursement of Expenses for Period Through May 31, 2019* (the “Application”). By this Application, the Committee Member

<sup>1</sup> The Debtors in these title III cases, along with each Debtor’s respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566(LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474), and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780) (Last Four Digits of Federal Tax ID: 3747).

seeks reimbursement of reasonable, actual, and necessary expenses that it incurred in the amount of \$1,784.44 during the Application Period. In support of this Application, the Committee Member respectfully represents as follows:

### **BACKGROUND**

1. On May 3, 2017, the Oversight Board commenced a Title III case for the Commonwealth of Puerto Rico (the “Commonwealth”) by filing a voluntary petition for relief pursuant to section 304 (a) of PROMESA (the “Commonwealth Title III Case”). Thereafter, the Oversight Board commenced a Title III case for each of COFINA, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS Title III Case”), the Puerto Rico Highways and Transportation Authority (“HTA Title III Case”), and the Puerto Rico Electric Power Authority (“PREPA Title III Case”) (and together with the Commonwealth Title III Case, the “Title III Cases”). By orders dated June 29, 2017 [Docket No. 537] and October 6, 2017 [Docket No. 1417], the Court approved the joint administration of the Title III Cases.

2. On June 15, 2017, the Office of the United States Trustee for the District of Puerto Rico (the “U.S. Trustee”) filed a *Notice Appointing Creditors Committee for Unsecured Creditors* [Docket No. 338], pursuant to which Committee Member, among others, was appointed to serve on the Committee.

3. On August 23, 2017, the Court entered the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (as amended, the “Interim Compensation Order”).<sup>2</sup>

4. The Interim Compensation Order provides that “[e]ach member of any statutory committee is permitted to submit statements of expenses (excluding third-party professional

---

<sup>2</sup> The Interim Compensation Order was most recently amended on June 6, 2018 [Docket No. 3269].

expenses of individual committee members) and supporting vouchers to the respective committee's counsel, which counsel shall collect and submit for reimbursement in accordance with the Interim Compensation Procedures." Interim Compensation Order, ¶4.

5. On August 25, 2017, the U.S. Trustee filed an *Amended Notice of Appointment of Official Committee of Unsecured Creditors* [Docket No. 1171], which expanded the role of the Committee to be the official committee for the HTA Title III Case, the ERS Title III Case, and the PREPA Title III Case.

6. In accordance with the Interim Compensation Order, expense reports for the Committee Member's out-of-pocket expenses in the aggregate amount of \$1,784.44 were submitted to the Notice Parties (as defined in the Interim Compensation Order) in respect of expenses incurred by Committee Member during the Application Period. As of the date of this Application, the Committee Member has not yet received payment for the expense reports. Accordingly, the aggregate amount of \$1,784.44 remains unpaid.

### **RELIEF REQUESTED**

7. Pursuant to the Interim Compensation Order and section 503(b)(3)(F) of the Bankruptcy Code, made applicable to these cases by section 301(a) of PROMESA, the Committee Member respectfully requests interim allowance and reimbursement of their reasonable, actual, and necessary expenses incurred in rendering services as a member of the Committee during the Application Period in the amount of \$1,784.44.

### **NOTICE**

8. In accordance with the Interim Compensation Order, Paul Hastings will provide notice of this Application to (i) the attorneys for the Oversight Board, Proskauer Rose LLP and O'Neill & Borges LLC; (ii) the attorneys for the Puerto Rico Fiscal Agency and Financial Advisory Authority, O'Melveny & Myers LLP and Marini Pietrantoni Muñiz LLC; (iii) the

Office of the United States Trustee for the District of Puerto Rico; (iv) the attorneys for the Official Committee of Retired Employees, Jenner & Block LLP and Bennazar, García & Milián, C.S.P.; (v) the Puerto Rico Department of Treasury; (vi) the Fee Examiner, Brady Williamson; and (vii) counsel to the Fee Examiner, Godfrey & Kahn, S.C. and EDGE Legal Strategies, PSC. In addition, the notice of hearing with respect to this Application will be served on all parties that have filed a notice of appearance in the Title III Cases.

*[Remainder of page intentionally left blank.]*

## **CONCLUSION**

WHEREFORE, the Committee Member respectfully request entry of an order

(i) allowing the Committee Member's claims for reimbursement of actual and necessary expenses incurred during the Application Period in the amount of \$1,784.44; (ii) directing the Debtors' payment of the difference between the amount of \$1,784.44 and the amounts previously paid by the Debtors pursuant to the Interim Compensation Order; and (iii) granting such other and further relief as is just.

Dated: July 15, 2019

/s/ G. Alexander Bongartz

PAUL HASTINGS LLP  
Luc A. Despins, Esq. (Pro Hac Vice)  
James R. Bliss, Esq. (Pro Hac Vice)  
Nicholas A. Bassett, Esq. (Pro Hac Vice)  
G. Alexander Bongartz, Esq. (Pro Hac Vice)  
200 Park Avenue  
New York, New York 10166  
Telephone: (212) 318-6000  
lucdespins@paulhastings.com  
jamesbliss@paulhastings.com  
nicholasbassett@paulhastings.com  
alexbongartz@paulhastings.com

*Counsel to the Official Committee of Unsecured Creditors*

- and -

/s/ Juan J. Casillas Ayala

CASILLAS, SANTIAGO & TORRES LLC  
Juan J. Casillas Ayala, Esq. (USDC - PR 218312)  
Israel Fernández Rodríguez, Esq. (USDC - PR 225004)  
Juan C. Nieves González, Esq. (USDC - PR 231707)  
Cristina B. Fernández Niggemann, Esq. (USDC - PR 306008)  
PO Box 195075  
San Juan, PR 00919-5075  
Tel.: (787) 523-3434 Fax: (787) 523-3433

jcasillas@cstlawpr.com  
ifernandez@cstlawpr.com  
jnieves@cstlawpr.com  
cfernandez@cstlawpr.com

*Local Counsel to the Official Committee of Unsecured Creditors*